

Now Therefore:

AMENDED
CHARTER OF INCORPORATION

The Standing Rock Tribal Council, by virtue of the power conferred upon the Council by the Tribal Constitution, hereby issues this AMENDED CHARTER OF INCORPORATION to Standing Rock Telecommunications, Inc., a subsidiary corporation of the Standing Rock Development Corporation:

ARTICLE 1.

CORPORATE IDENTITY AND STATUS

1.1 The name of the corporation is Standing Rock Telecommunication, Inc., a subsidiary of the Standing Rock Development Corporation, a Tribal business entity incorporated by the Tribe.

1.2 This corporation is organized, incorporated and granted its corporate powers, privileges and immunities under the Constitution and laws of the Standing Rock Sioux Tribe as a Tribally chartered business corporation.

1.3 This corporation is a distinct legal entity and not the Standing Rock Sioux Tribe or the Standing Rock Development Corporation, Inc. The corporate activities, transactions, obligations, liabilities and property of this corporation are not those of the said Tribe. Nothing in this charter shall be deemed to have waived or to permit the corporation to waive the Standing Rock Sioux Tribe's sovereign immunity from suit.

1.4 This corporation shall have the same immunity from taxation under federal law as the Standing Rock Sioux Tribe, and shall automatically become a subsidiary of a federal charter of incorporation upon ratification of such charter issued to the Standing Rock Sioux Tribe under 25 U.S.C § 477.

ARTICLE 2.

CORPORATE PURPOSE

The purpose of this corporation are as follows:

2.1 To engage in any type of lawful business, enterprise or venture related to the development and/or delivery of telecommunication services on or near the Standing Rock Sioux Indian Reservation; and

3.5 To make guarantees respecting the contracts, securities, or obligations of any person; including, but not limited to, any affiliated or unaffiliated individual, domestic or foreign corporation, partnership, association, joint venture, or trust, if such guarantee may reasonably be expected to benefit, directly or indirectly, this corporation. As to the enforceability of the guarantee, the decision of the Board of Directors that the guarantee may be reasonably expected to benefit, directly or indirectly, this corporation shall be binding in respect to the issue of benefit to this corporation.

3.6 To make contracts or agreements, incur liabilities and borrow money in any amount, from any source, upon such terms and at such rates of interest as the corporation may determine; to issue notes, bonds and other obligations and secure any of its obligations by specifically mortgaging, pledging or assigning its corporate property or income as collateral for its corporate debts or liabilities, all without the approval of the Secretary of the Interior, except when its use of trust or federally-restricted Indian property requires such approvals.

3.7 To lend or invest money for its corporate purpose and to take and hold real and personal property as security for the payment of funds so loaned or invested.

3.8 To conduct its business, carry on its operations, have offices and exercise the powers granted by this charter within or without the boundaries of the Standing Rock Sioux Indian Reservation.

3.9 To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

3.10 To adopt provisions in its Bylaws providing for the indemnification of officers and directors, provided that any such provisions shall not provide for any indemnification related to matter as to which any such director or officer shall be adjusted to be liable for negligence, misconduct, or nonfeasance in the performance of duty.

3.11 To have and exercise all powers incidental, necessary or convenient to effect any or all of the purpose for which the corporation is formed, not inconsistent with law.

ARTICLE 4.
BOARD OF DIRECTORS

The corporate powers and authorities of this corporation are vested in its board of directors. The board of directors shall be the Board of directors of the Standing Rock Development Corporation.

ARTICLE 5.
OWNERSHIP OF CORPORATIONS

5.1 This corporation is wholly owned by the Standing Rock Development Corporation for the benefit of the Tribe and its enrolled members and its ownership shall be inalienable.

5.2 The board of directors shall prepare a written annual report of its corporate affairs which shall contain a statement of the corporation's current assets and liabilities, a summary of significant events affecting corporate business affairs during the past twelve (12) months, and a projection of next year's business activities. This report shall be provided to the Tribal Council prior to or at its regular meeting in March.

5.3 The corporation shall keep and maintain accurate books, records and minutes of proceedings by its board of directors; accurate financial records; and copies of its annual reports for the past five (5) years. All of such records and reports shall be available for inspection by members of the Tribal Council and its attorneys.

ARTICLE 6.
DISTRIBUTION OF DIVIDENDS

The board of directors shall authorize and the corporation shall make distributions, including dividends, to the Tribal Council, Provided, however, no distribution may be made, if after giving it effect, either:

- 6.1 The corporation would not be able to pay its debts as they become due in the usual course of its business; or
- 6.2 The corporation's total assets would be less than the sum of its total liabilities.

ARTICLE 7.
APPROVAL BY THE TRIBAL COUNCIL

7.1 The sale of all or substantially all of the assets of this corporation or the dissolution of this Corporation requires the prior approval of the Tribal Council in accordance with the provisions of this Article 7.

7.2 The Board of Directors of this Corporation shall first approve such sale or dissolution and direct that the matter be submitted to the Tribal Council for its concurrence. The Tribal Council shall be given twenty (20) days prior notice of the meeting. The notice must state that the purpose of the meeting is to consider such sale or dissolution and be accompanied by a summary of the terms and manner of the sale or dissolution. The affirmative vote of the Tribal Council shall be required to concur with the sale or dissolution.

7.3 Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the assets of the Corporation in a manner acceptable to the Standing Rock Development Corporation and in a manner which furthers the interests of the Standing Rock Sioux Tribe. A description of the proposed manner of distribution of assets shall be contained in the notice which is sent to the Standing Rock Development Corporation.

ARTICLE 8.

CORPORATION BYLAWS

The corporation shall adopt bylaws which provide for the internal regulation and management of the affairs of the corporation in a manner not inconsistent with federal or tribal law or the provisions of this charter.

ARTICLE 9.

PERPETUAL SUCCESSION

This corporation shall have perpetual succession and its charter shall not be revoked or surrendered except by resolution of the Tribal Council.

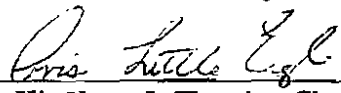
ARTICLE 10.

AMENDMENT OF CORPORATE CHARTER AND BYLAWS

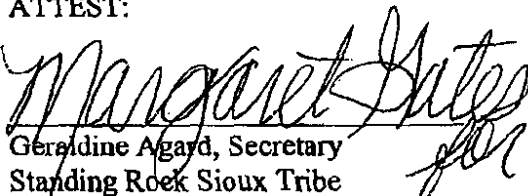
10.1 The power to propose alterations or amendments to this charter is vested in the board of directors, but such alterations or amendments shall not become operative until adopted by a unanimous consent of the Board of Directors and ratified by resolution of the Tribal Council.

10.2 The power to propose alterations, amendments or to adopt new corporate bylaws is vested in the Board of Directors, but such alterations, or amendments or the new bylaws shall not become operative until ratified and adopted by the Tribal Council.

IN WITNESS WHEREOF the Tribal Council issued this Charter on the 19th day of October, 2007, and Amended this Charter on the 22 day of May, 2008.


/ Ron His Horse Is Thunder, Chairman
Standing Rock Sioux Tribe

ATTEST:


Geraldine Agard, Secretary
Standing Rock Sioux Tribe

STATE OF NORTH DAKOTA)

) SS.

COUNTY OF SIOUX)

On this 22nd day of May, 2008, before me a Notary Public, personally appeared, Chairman Ron His Horse Is Thunder, Secretary Geraldine Agard, known to me or satisfactorily proven to be the persons whose names are subscribed to within this instrument and acknowledged that he/she executed the same for the purposes herein contained.

IN WITNESS WHEREOF I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL.

Adele M. White
Notary Public

My Commission Expires: 03-19-2010
(OFFICIAL SEAL)

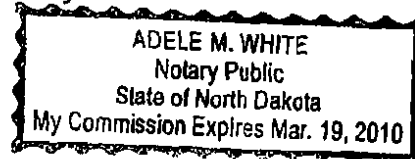


EXHIBIT V:

CERTIFICATE OF GOOD STANDING

Standing Rock Sioux Tribe



CERTIFICATE OF GOOD STANDING OF STANDING ROCK TELECOMMUNICATIONS, INC.

The undersigned, as Chairman of the Standing Rock Sioux Tribe, hereby certifies that the corporation known as:

STANDING ROCK TELECOMMUNICATIONS, INC.

Is a corporation entity in good standing of the Standing Rock Sioux Tribe. The corporation entity was granted its charter on the 19th day of October 2007. The corporation entity is operated under the laws of the Standing Rock Sioux Tribe as a tribally owned corporate entity of the Standing Rock Sioux Tribe, and continues to operate in good standing through the date of making of this declaration.

ACCORDINGLY the undersigned, as such Chairman of the Standing Rock Sioux Tribe, and by virtue of the authority vested by law, on this 7th day of May 2009 hereby issues this Certificate of Good Standing to

STANDING ROCK TELECOMMUNICATIONS, INC.

Ron His Horse Is Thunder
Chairman, Standing Rock Sioux Tribe



EXHIBIT VI:

**STANDING ROCK RESOLUTION
NO. 664-09**

RESOLUTION NO. 664-09

WHEREAS, the Standing Rock Sioux Tribe is an unincorporated Tribe of Indians, having accepted the Indian Reorganization Act of June 18, 1934, with the exception of Section 16; and the recognized governing body of the Tribe is known as the Standing Rock Sioux Tribal Council; and

WHEREAS, the Standing Rock Sioux Tribal Council, pursuant to the amended Constitution of the Standing Rock Sioux Tribe, Article IV, Section 1[c], has the authority to exercise powers by enactment of an appropriate motion, resolution or ordinance, subject to any limitation imposed by the Constitution or applicable statutes of the United States; and

WHEREAS, the Standing Rock Sioux Tribal Council issued a Charter of Incorporation to Standing Rock Telecommunications, Inc., on October 19, 2007; and an Amended Charter of Incorporation to Standing Rock Telecommunications on May 22, 2008; and

WHEREAS, the Standing Rock Sioux Tribal Council issued a Certificate of Good Standing to Standing Rock Telecommunications, Inc., on May 7, 2009; and

WHEREAS, the Standing Rock Sioux Tribal Council has considered the request of Standing Rock Telecommunications, Inc., a Tribally chartered entity, for a Certificate of Public Convenience and Necessity that serves the Tribe's public convenience and necessity by increasing consumer choice, improving service quality, enhancing health and safety benefits, and enhancing competition; and

NOW THEREFORE BE IT RESOLVED, that the Standing Rock Sioux Tribal Council does hereby approve a Certificate of Public Convenience and Necessity to Standing Rock Telecommunications, Inc., as a Wireless Carrier operating on the Standing Rock Sioux Reservation; and


BE IT FURTHER RESOLVED, that the Chairman of the Standing Rock Sioux Tribal Council and other officials or officers, if necessary, are authorized to sign the Certificate of Public Convenience and Necessity for and on behalf of the Standing Rock Sioux Tribe; and

BE IT FURTHER RESOLVED, that the Chairman and Secretary of the Tribal Council are hereby authorized and instructed to sign this resolution for and on behalf of the Standing Rock Sioux Tribe.


CERTIFICATION

We, the undersigned, Chairman and Secretary of the Tribal Council of the Standing Rock Sioux Tribe hereby certify that the Tribal Council is composed of [17] members of whom 14 constituting a quorum, were present at a meeting thereof, duly and regularly called, noticed, convened and held on the 2nd day of NOVEMBER, 2009, and that the foregoing resolution was duly adopted by the affirmative vote of 13 members, with 0 opposing, and with 1 not voting. THE CHAIRMANS VOTE IS NOT REQUIRED, EXCEPT IN CASE OF A TIE.

DATED THIS 2nd DAY OF NOVEMBER, 2009.


Charles W. Murphy, Chairman
Standing Rock Sioux Tribe

ATTEST:


Adele White, Secretary
Standing Rock Sioux Tribe

[OFFICIAL TRIBAL SEAL]

Meeting Date: 11-02-2009
Motion No. 8



EXHIBIT VII:

CERTIFICATE OF PUBLIC CONVENIENCE & NECESSITY

BEFORE THE STANDING ROCK SIOUX TRIBE

In the Matter of the Application)
of Standing Rock Telecommunications)
for a Certificate of Public Convenience) Application No. _____
and Necessity as a Wireless Carrier)

APPLICATION OF STANDING ROCK TELECOMMUNICATIONS
FOR A CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY
AS A WIRELESS CARRIER

Standing Rock Telecommunications (“Applicant”), in support of its Application for a Certificate of Public Convenience and Necessity as a Wireless Carrier, a Corporation entity in good standing of the Standing Rock Sioux Tribe, operating under the laws of the Standing Rock Sioux Tribe as a tribally owned corporate entity of the Standing Rock Sioux Tribe submits the following information:

I. APPLICANT INFORMATION

- 1. The full name and business address of Applicant is**

Bill Condon
General Manager
Standing Rock Telecommunications, Inc.
9418 11th Avenue
Fort Yates, ND 58538

It is anticipated that Applicant will do business using the name of Standing Rock Telecommunications, Inc. This is not a fictitious name.

2. Standing Rock Telecommunications is a Commercial Mobile Radio Service (CMRS) Provider authorized with a business license to conduct business throughout the Standing Rock Sioux Tribe Reservation. A certified copy of the Charter of Incorporation is attached as **Exhibit A**.

3. Officers and Directors of Standing Rock Telecommunications are:

Charles Murphy, Chairman
Larry Luger, Secretary/Treasurer
Duane Claymore
Steve Emery
Alsace LaFramboise
Todd Humphrey
Bill Condon

4. The Managers of Standing Rock Telecommunications, Inc. are:

Bill Condon – General Manager
Donna Summers – Business Manager
Dustin Ward – Plant Manager

These individuals may be reached at 9418 11th Avenue, Fort Yates, ND 58538.
Communications with respect to this application should be addressed to:

Bill Condon
General Manager
Standing Rock Telecommunications, Inc.
9418 11th Avenue
Fort Yates, ND 58538

II. PROPOSED SERVICES

Applicant's anticipated scope of services will include, but not be limited to:

- Mobile wireless voice and mobile data based services.
- Internet services utilizing wireless technologies.
- Fixed wireless services providing Local, Toll, and International services to residential and business customers utilizing wireless technologies.
- All Universal Service supported services including Enhanced Lifeline and Link-Up services. In addition to the above-listed services, the Applicant, through its interconnection arrangements with Incumbent Local Exchange Carriers (ILEC), will offer E-911 emergency services, operator services, directory assistance and operator assisted calling, toll-free calling, access to toll blocking, and access to telephone relay services.

III. AFFIRMATIONS and ATTESTATIONS

1. Applicant affirms and attests to the following:
 - Applicant will comply with all applicable Tribal regulations.
 - Applicant is planning to seek status as an Eligible Telecommunications Carrier (ETC).
 - Upon Eligible Telecommunication Carrier designation from the Federal Communications Commission, Applicant will use high cost support to provide wireless services to customers that may otherwise not have access to these services on the reservation.
 - Applicant will comply with applicable FCC regulations that are required of Eligible Telecommunication Carriers operating in rural and tribal lands.

IV. TECHNICAL, MANAGERIAL, and FINANCIAL FITNESS

1. Applicant has sufficient technical expertise and is managerially qualified to render the proposed telecommunications services. See **Exhibit B** that provides a brief description of Applicant's technical and managerial experience in the form of personnel biographies.

2. Applicant also has sufficient financial resources to provide the proposed services. Financial information is filed pursuant to **Exhibit C**.

V. GEOGRAPHIC AREAS IN WHICH SERVICES ARE TO BE PROVIDED

Applicant intends to provide the proposed services throughout the Standing Rock Sioux Tribe Reservation. See **Exhibit D** for a map of the service area.

VI. PUBLIC CONVENIENCE AND NECESSITY

Applicant's application is in the Tribes interest and serves the Tribes public convenience and necessity by increasing consumer choice, improving service quality, enhancing health and safety benefits, and enhancing competition.

VIII. CONCLUSION

WHEREFORE, Standing Rock Telecommunications respectfully requests that the Standing Rock Sioux Tribe grant it a Certificate of Public Convenience and Necessity to provide the telecommunications services described in this application, and grant such additional or further relief as appropriate.

Respectfully submitted,



Bill Condon
General Manager

Dated: 11/02/09

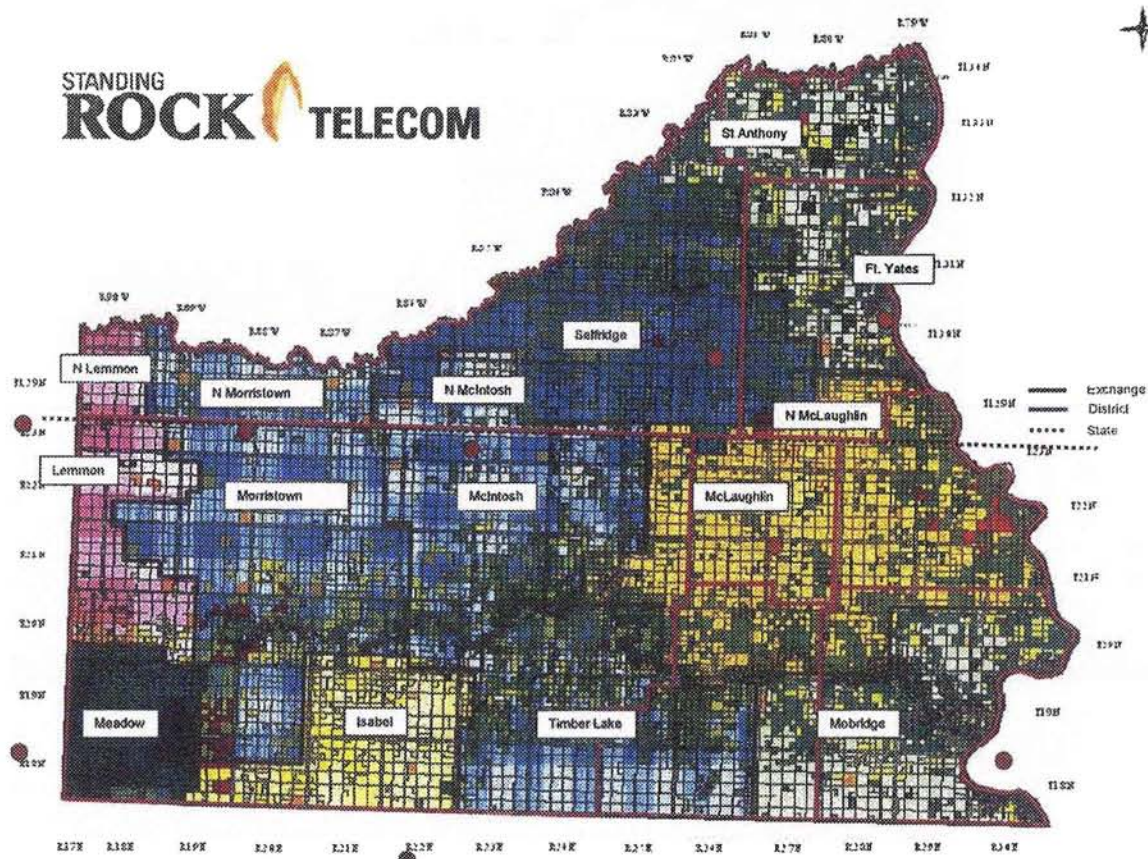


EXHIBIT VIII:

SERVICE AREA

RJRAL LEC's STUDY AREAS WITHIN STANDING ROCK TELECOMMUNICATIONS SERVICE AREA




MTA	12																
State	North Dakota						South Dakota										
County	Sioux County						Corson County										
LATA	638			640													
SAC	381637			395145		391689	381637			391671		395145			391689		395145
ILEC	WRT			QWEST		WRCTC	WRT			QWEST			WRCTC			CRSTTA	
NPA/NXX	701/854	701/445	701/422	701/276	701/522	701/376	605/823	701/827	605/845	605/273	605/524	605/865	605/374	605/788	605/466		
Rate Center	Fort Yates	St. Anthony	Selfridge	N McIntosh	N Morrilton	N Lemmon	McLaughlin	N McLaughlin	Mobridge	McIntosh	Morristown	Timberlake	Lemmon	Meadow	Isabel		
CLLI	FTYTNDXARS8	STATNDXBR54	SLRGNDXARS4	MCINSOCODS0	NRTWSDCHRS2	LMMNSDXARS1	MCLGSDXARS0	MCLGSDXARS0	MBRGSDXADS1	MCINSOCODS0	MRTWSDCORS2	TMLKSDCORS2	LMMNSDXARS1	MEDWSDXARLO	ISBLSDXA466		
Rate Center Coverage	Complete	Partial	Complete	Complete	Complete	Partial	Complete	Complete	Partial	Complete	Complete	Partial	Partial	Partial	Partial		



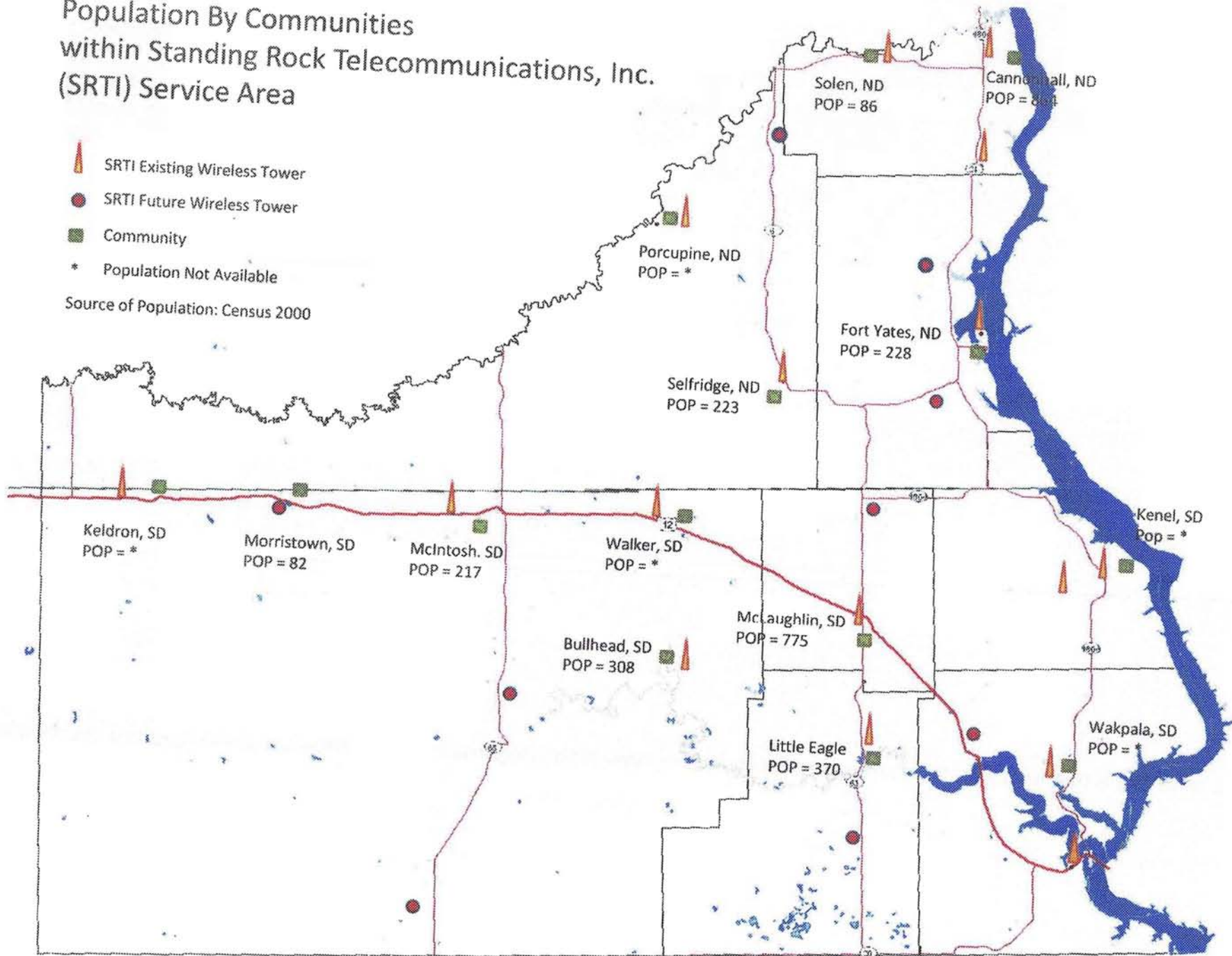
Prepared by TICOM, Inc.

12/1/2009



Population By Communities within Standing Rock Telecommunications, Inc. (SRTI) Service Area

-  SRTI Existing Wireless Tower
-  SRTI Future Wireless Tower
-  Community
- * Population Not Available

Source of Population: Census 2000



Population By Standing Rock Sioux Tribe (SRST) Political District within Standing Rock Telecommunications, Inc. (SRTI) Service Area

-  SRTI Existing Wireless Tower
-  SRTI Future Wireless Tower
- POP = Population
- OHU = Occupied Housing Unit
- Source of Population: Census 2000

